

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

July 20, 1995

RECORDATION NO. 19538  
JUL 21 1995 12:00 PM  
FILED 1424

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of June 26, 1995 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Metro East Industries, Inc. 3126 Missouri Avenue East St. Louis, IL 62205

The equipment involved in this transaction is as follows:

Equipment:	One (1) locomotive bearing reporting mark & number HLCX 001
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Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

Nathalie Hern  
Administrative Assistant

/nh

Enclosures (2)



Interstate Commerce Commission  
Washington, D.C. 20423-0001

7/21/95

Office Of The Secretary

Nathalie Horn-Administrative Assistant  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA. 94111

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 7/21/95 at 3:30PM, and  
assigned recordation number(s). 19538, 18005-A, 18288-C, 18289-B, 18364-A  
and 18905 D.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100704004)

\$ 126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 19538  
FILED 1995  
JUL 27 1995 - 3 20 PM  
"UNIT" (the "Unit")

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of June 26 1995 is intended to evidence the Lease of Railroad Equipment dated as of June 26, 1995 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Metro East Industries, Inc., an Illinois corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one (1) locomotive, more fully described in Exhibit A hereto (the "Unit"). Lessee leased from Lessor the Unit at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By:  CM

Title: President

Date: 7-14-95

LESSEE

METRO EAST INDUSTRIES, INC.

By: 

Title: President

Date: 6-26-95

CM

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment dated June 26, 1995 between Helm Financial Corporation and Metro East Industries, Inc.

Equipment Description: General Electric 44-ton, 4-Axle, 4-Motor locomotive.

Unit Reporting Mark & Number: HLCX 001

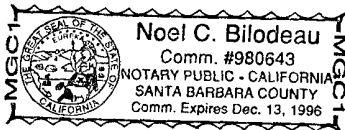
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On July 14, 1995, before me, Noël C. Bilodeau, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Noël C. Bilodeau  
SIGNATURE OF THE NOTARY

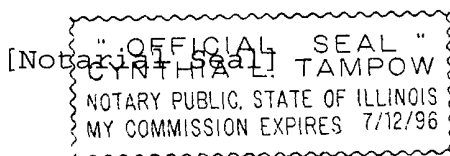
STATE OF ILLINOIS )

COUNTY OF St. Clair ) §

On this 26 day of June, 1995, before me personally appeared Gayle L. Ortyl, to me personally known, who, being by me duly sworn says that she is President of **METRO EAST INDUSTRIES, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia J. Jangow  
Notary Public

My Commission Expires: 7/12/96



*cm*